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CHANGE IN CONTROL AND  
SEVERANCE BENEFIT PLAN

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

HUGO SLUIMER

Plaintiff,

vs.

VERITY, INC., a corporation, and THE  
VERITY INC. CHANGE IN CONTROL AND  
SEVERANCE BENEFIT PLAN,

Defendants.

CASE NO. CV 08-1220 SI

**DECLARATION OF GREGORY L.  
DOLL IN SUPPORT OF DEFENDANTS'  
OPPOSITION TO: PLAINTIFF'S  
MOTION FOR SUMMARY JUDGMENT  
OR IN THE ALTERNATIVE PARTIAL  
SUMMARY JUDGMENT**

Date: July 18, 2008  
Time: 9:00 a.m.  
Ctvm: 10, 19th Floor

I, Gregory L. Doll, declare:

1. I am an attorney duly licensed to practice law in California and before this Court, and am a partner in the law firm of Doll Amir & Eley LLP, counsel of record for Defendants named in this lawsuit. I have personal knowledge of the matters set forth below, and if called upon to do so, I would testify competently thereto.

///

///







**PROOF OF SERVICE**

**STATE OF CALIFORNIA, COUNTY OF LOS ANGELES**

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 1888 Century Park East, Suite 1106, Los Angeles, CA 90067.

On June 27, 2008, I served the foregoing document(s) described as **DECLARATION OF GREGORY L. DOLL IN SUPPORT OF DEFENDANTS' OPPOSITION TO: PLAINTIFF'S MOTION FOR SUMMARY JUDGMENT OR IN THE LATERNATIVE PARTIAL SUMMARY JUDGMENT** on the parties in this action by serving:

Joseph M. Rimac, Esq.  
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☐ **By Envelope** - by placing ☐ the original ☐ a true copy thereof enclosed in sealed envelopes addressed as above and delivering such envelopes:

☐ **By Mail:** As follows: I am "readily familiar" with this firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. postal service on that same day with postage thereon fully prepaid at Los Angeles, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

☒ **By Electronic Filing:** Based upon my training and experience with electronic filing in the federal courts, it is my understanding that a copy of this Document, upon its submission to the Court, will be electronically served on the addressees.

Executed on June 27, 2008, at Los Angeles, California.

☐ **STATE** I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

☒ **FEDERAL** I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

/s/ Susan Reimers  
Susan Reimers



# **EXHIBIT A**



UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

--oOo--

HUGO SLUIMER, )  
)  
Plaintiff, )  
)  
vs. ) Case No. C 081220 SI  
)  
VERITY, INC., a corporation, )  
and THE VERITY INC. CHANGE IN )  
CONTROL AND SEVERANCE BENEFIT )  
PLAN, )  
)  
Defendants. )  
\_\_\_\_\_ )

CERTIFIED COPY

DEPOSITION OF  
JOHN (JACK) E. LANDERS, JR.

Monday, June 23, 2008

Volume

(Pages 1 - 43)

REPORTED BY: ANA M. DUB, RMR, CRR, CSR 7445 (01-410560)

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JOHN (JACK) E. LANDERS, JR. June 23, 2008

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JOHN (JACK) E. LANDERS, JR. June 23, 2008

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--oOo--



1 And this is at, looks like, either "L" or "F."  
2 I think it's "L."

3 "'Plan Administrator' means the  
4 Board or any committee duly  
5 authorized by the Board to administer  
6 the Plan. The Plan Administrator  
7 may, but is not required to be, the  
8 Compensation Committee of the Board.  
9 The Board may at any time administer  
10 the Plan, in whole or in part,  
11 notwithstanding that the Board has  
12 previously appointed a committee to  
13 act as the Plan Administrator."

14 A. Right.

15 Q. Have you, at any time prior to your  
16 deposition, read that language, exhibit language?

17 A. Yes, my best of my recollection, I did, yes.

18 Q. Can you tell me whether you had an  
19 understanding as to whether the board was authorized,  
20 under this particular provision, to administer the plan?

21 MR. EHRMAN: Objection to the extent it calls  
22 for a legal conclusion.

23 MR. DOLL: That's fair enough.

24 Q. And I'm just asking for your understanding  
25 as --



1 A. Yeah. My best understanding, based on not  
2 being an attorney, would be that this language does  
3 authorize them to be the plan administrator.

4 Q. And if you could turn to -- I think it's  
5 HS-0010, 0010, that is, and if you look at Section 11,  
6 which is titled "Claims, Inquiries and Appeals," then it  
7 says:

8 "Applications for Benefits and  
9 Inquiries. Any application for  
10 benefits, inquiries about the Plan or  
11 inquiries about present or future  
12 rights under the Plan must be  
13 submitted to the Plan Administrator  
14 in writing by an applicant (or his or  
15 her authorized representative). The  
16 Plan Administrator is . . . ."

17 Then it says:

18 "Verity, Inc., Attention:  
19 Vice President, Human Resources."

20 You understood -- is it your understanding  
21 that -- well, you understand that Verity, Inc., was a  
22 corporation; correct?

23 A. Correct.

24 Q. And have you seen sometimes, in the context of  
25 communications with a corporation, that a letter will be



1 MR. DOLL: Q. Is there anything inaccurate  
2 about your prior testimony there? I didn't mean to  
3 mischaracterize anything.

4 A. Can we go back?

5 Q. Yeah, please.

6 A. Yeah, sorry.

7 Q. At some point in time did Mr. Kanter ask you  
8 to forward communications related to Mr. Sluimer  
9 directly to him?

10 A. Yes, he did.

11 Q. And was that in -- I think it's Exhibit 4,  
12 where it says:

13 "Jack, I sent the message below to  
14 Anthony on Friday. Can I ask of you  
15 as well that any communication you  
16 get from Hugo be forwarded to me."  
17 Is that the letter you're referring to?

18 A. Yes.

19 Q. So now, in light of your understanding of  
20 this, did you believe, if you had a belief, that at some  
21 point in time the board was allowed to authorize someone  
22 else to serve as plan administrator --

23 MR. EHRMAN: Objection.

24 MR. DOLL: Q. -- in certain instances?

25 MR. EHRMAN: Objection to the extent it calls



JOHN (JACK) E. LANDERS, JR. June 23, 2008

1 A. My understanding and best recollection is that  
2 they were actually leaving coincident with the  
3 transaction.

4 Q. So in or about December of '05?

5 A. Yes, correct.

6 Q. Were any of them leaving in January of '06, or  
7 was it all back in December of '05? Do you know?

8 A. It was all back in December of '05.

9 Q. Do you recall post-acquisition -- between,  
10 let's say, December 29, 2005 and the time that you left  
11 in September of '06, do you recall on how many occasions  
12 you were asked to administer the plan or were called  
13 upon to administer the plan?

14 A. I recall, to the best of my recollection, that  
15 I was never asked during that period to act in regards  
16 to that.

17 MR. DOLL: Okay. I don't believe I have any  
18 additional questions.

19 MR. EHRMAN: I have one clarification, which  
20 is -- I think the very first question you asked had to  
21 do with when you believed that you first became the plan  
22 administrator.

23 Was that your -- Greg, was that your first  
24 question on the record?

25 MR. DOLL: I don't recall, but it was



**CERTIFICATE OF REPORTER**

I, ANA M. DUB, a Certified Shorthand Reporter, hereby certify that the witness in the foregoing deposition was by me duly sworn to tell the truth, the whole truth, and nothing but the truth in the within-entitled cause;

That said deposition was taken down in shorthand by me, a disinterested person, at the time and place therein stated, and that the testimony of the said witness was thereafter reduced to typewriting, by computer, under my direction and supervision;

That before completion of the deposition, review of the transcript [X] was [ ] was not requested. If requested, any changes made by the deponent (and provided to the reporter) during the period allowed are appended hereto.

I further certify that I am not of counsel or attorney for either or any of the parties to the said deposition, nor in any way interested in the event of this cause, and that I am not related to any of the parties thereto.

DATED: June 25, 2008.

Ana M Dub

ANA M. DUB, RMR, CRR, CSR No. 7445